

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
OF THE STATE OF TENNESSEE**

IN THE MATTER OF:

**THE ACQUISITION OF
WINDSOR HEALTH PLAN OF TN, INC. BY
PHAROS CAPITAL PARTNERS II, LP and
PHAROS CAPITAL PARTNERS II-A, LP**

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NOTICE OF HEARING

YOU ARE HEREBY NOTIFIED THAT A HEARING REGARDING THE ACQUISITION OF WINDSOR HEALTH PLAN OF TN, INC. BY PHAROS CAPITAL PARTNERS II, LP and PHAROS CAPITAL PARTNERS II-A, LP, SHALL BE HELD ON DECEMBER 12, 2005 COMMENCING AT 2:00 P.M. IN CONFERENCE ROOM A, FIFTH FLOOR, DAVY CROCKETT TOWER, 500 JAMES ROBERTSON PARKWAY, NASHVILLE, TENNESSEE.

The purpose of the hearing shall be to determine if the proposed acquisition of Windsor Health Plan Of TN, Inc., by Pharos Capital Partners II, LP And Pharos Capital Partners II-A, LP, meets the applicable requirements of Tenn. Code Ann. Title 56, Chapter 11.

THIS HEARING SHALL BE CONDUCTED PURSUANT TO TENN. CODE ANN. TITLE 56, CHAPTER 11 AND ANY RULES PROMULGATED THERERUNDER.